

Before the
COPYRIGHT ROYALTY JUDGES
LIBRARY OF CONGRESS
Washington, D.C.

In the Matter of)
)
)

ADJUSTMENT OF RATES AND TERMS FOR)
PREEXISTING SUBSCRIPTION SERVICES)
AND SATELLITE DIGITAL AUDIO RADIO)
SERVICES)
_____)

Docket No. 2006-1 CRB DSTRA

**DECLARATION OF BENJAMIN B. REED IN SUPPORT OF THE
DESIGNATIONS OF RESTRICTED MATERIAL FOR
THE JOINT PROPOSED FINDINGS OF FACT OF
SIRIUS SATELLITE RADIO INC. AND XM SATELLITE RADIO INC.**

1. My name is Benjamin B. Reed. I am a partner at the law firm Wiley Rein LLP, and outside counsel to Sirius Satellite Radio Inc. ("Sirius"), a party in the above-captioned proceeding. I have personal knowledge of the facts set forth herein.

2. In my capacity as outside counsel for Sirius, I am authorized to submit this declaration on behalf of Sirius and XM Satellite Radio Inc.

3. I have reviewed the designations of Restricted Information set forth in the Redaction Log for the Proposed Findings of Fact of Sirius Satellite Radio Inc. and XM Satellite Radio Inc., submitted herewith. At the time this declaration was made, to the best of my knowledge, information and belief, the information that has been designated as Restricted Information and identified in the attached Redaction Log is information that the Copyright Royalty Judges ("Judges") have determined during the course of this proceeding to meet the definition of "Restricted Information" set out in Paragraph 2 of

the December 20, 2006 Protective Order issued by the Judges in this case, and the Judges have ordered it to be treated as such.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed this 1st day of October 2007 in Washington, DC.



Benjamin B. Reed

CERTIFICATE OF SERVICE

I hereby certify that on October 1, 2007, I caused copies of the foregoing
DECLARATION OF BENJAMIN B. REED IN SUPPORT OF THE REDACTIONS FOR
THE JOINT PROPOSED FINDINGS OF FACT OF SIRIUS SATELLITE RADIO INC.
AND XM SATELLITE RADIO INC. to be served via overnight courier on the following
parties:

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A handwritten signature in black ink, appearing to read "D. Handzo", written over a horizontal line.